

THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re:

23ANDME HOLDING CO., *et al.*,¹

Debtors.

Chapter 11

Case No. 25-40976

(Jointly Administered)

Related Doc. 42

**SUPPLEMENTAL DECLARATION OF ROBERT J. LEMONS IN SUPPORT OF THE
DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF GOODWIN PROCTER LLP AS SPECIAL COUNSEL
ON BEHALF OF AND AT THE SOLE DIRECTION OF THE SPECIAL COMMITTEE OF
THE BOARD OF DIRECTORS OF 23ANDME HOLDING CO., EFFECTIVE AS OF THE
PETITION DATE**

I, Robert J. Lemons, hereby declare, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner with Goodwin Procter LLP ("Goodwin Procter"). I am resident in the firm's office located at 620 8th Avenue, New York, NY 10018. I am admitted, practicing, and a member in good standing of the bar of the State of New York. There are no disciplinary proceedings pending against me.

2. I submit this declaration (the "Supplemental Declaration") to supplement the disclosures contained in my initial declaration, dated March 24, 2025 (the "Initial Declaration"), in support of the *Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Goodwin Procter LLP as Special Counsel on Behalf of and at the Sole Direction of the Special Committee of the Board of Directors of 23andMe Holding Co., Effective as of the Petition Date* [Docket No. 42] (the "Application").

3. The statements set forth below are based upon my personal knowledge or discussions with

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/23andMe>. The Debtors' service address for purposes of these chapter 11 cases is: 870 Market Street, Room 415, San Francisco, CA 94102.

other partners, counsel, associates, and paraprofessionals of Goodwin Procter, and client/matter records of Goodwin Procter reviewed by me or by other professionals of Goodwin Procter acting under my supervision and direction.

4. Subsequent to the filing of the Initial Declaration, the Debtors and their advisors updated the Debtors' parties in interest list to add certain other parties in interest to include additional insurance parties and creditors, unsecured creditors committee professionals and members, ordinary course professionals and former directors and officers. In accordance with the procedures described in the Application and Initial Declaration, Goodwin Procter has reviewed such updated parties in interest list and searched its electronic database of representations for connections to the additional parties in interest listed on Schedule 1 attached hereto not already searched in connection with the Initial Declaration.

5. To the extent that such searches indicated that Goodwin Procter (or any of its partners or employees) has or had a relationship with any of the additional identified entities within the last three years, the identity of such entity and Goodwin Procter's relationship therewith are set forth on Schedule 2 attached hereto and incorporated herein. The work performed for the entities set forth on Schedule 2 was unrelated to the Debtors and their chapter 11 cases and none of the work performed for any of those entities generated excess of 1% of Goodwin Procter's gross revenues for the last 12 months.

6. As stated in the Initial Declaration, based on the conflicts searches conducted to date and described herein or in the Initial Declaration, I continue to believe that Goodwin Procter does not represent or hold any interests adverse to the Debtors or their estates with respect to the matters on which Goodwin Procter has been retained.

7. To the extent any information disclosed herein requires amendment or modification as additional party-in-interest information becomes available to Goodwin Procter, a further supplemental declaration will be submitted to this Court reflecting such amended or modified information.

8. I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: April 24, 2025

/s/ Robert J. Lemons
Robert J. Lemons

Schedule 1
Additional Parties in Interest

UCC Members

Workday, Inc.
Jellyfish US Limited
Telus International Services Limited
Labaton Keller Sucharow
Laboratory Corporation of America Holdings and Subsidiaries, Including National Genetics Institute

Top 30 Creditors

NGI Labcorp (National Genetics Institute)
Jellyfish US Limited
Blue Shield of California
Kaiser Foundation Health Plan Northern CA
Power Digital Marketing, Inc.
Alom Technologies Corporation
Katie Couric Media, LLC
Datasite LLC
Right Side Up LLC
Wilson Sonsini Goodrich & Rosati, Professional Corporation
Advanced Chemical Transport
221 N Mathilda, LLC
Aganitha AI Inc.
Allied Universal Security Services
Braintree
Converge Technology Solutions US, LLC
Coreweave, Inc.
Delta Dental of California
Fulgent Therapeutics, LLC
Google, Inc. - Adwords
Juice Media, Inc.
KR Op Tech, LLC
LinkedIn Corporation
Meta Platforms, Inc.
Movianto
Migliaccio & Rathod LLP
Surefox North American
Telus International Services Limited
Woot Services LLC
Workday, Inc

Insurance

Federal Insurance Company
Lloyds of London - Falvey
Beazley Insurance Company
Homeland Insurance Company of New York
National Union Fire Ins Co Pittsburgh, Pa
Berkley Insurance Company
Continental Casualty Company

XL Specialty Insurance Company
Axis Insurance Company
Endurance Assurance Corporation (Sompo)
Old Republic Insurance Company
Twin City Fire Insurance Company
Lloyds of London
Houston Casualty Company
Lloyds of London - Beazley
Gemini Insurance Company
Lloyds of London - Hiscox
Travelers Prop Casualty Co. of America

Taxing Authority/Governmental/Regulatory Agencies

San Francisco Tax Collector

UCC Professionals

FTI Consulting, Inc.
Kelley Drye & Warren LLP
Stinson LLP

Ordinary Course Professionals

KMPG LLP
Morgan, Lewis & Bockius LLP
Greenberg Traurig LLP
Deloitte & Touche LLP
BDO USA LLP
Scale Strategy Operations LLC
Captiva Advisory, Inc.
Hintze Law PLLC
Wilson Sonsini Goodrich & Rosati
Duane Morris LLP
Fisherbroyles, LLP
Foley & Lardner LLP
McDonnell Boehnen Hulbert & Berghoff LLP
Sheppard Mullin
Osler Hoskin & Harcourt LLP
Quarles & Brady LLP
Frank, Rimerman + Co LLP
Ryan, LLC
Bryan Cave Leighton Paisner

Former Officer/Director

Botha, Roelof
Chung, Patrick
Hernández, M.D., Sandra
Hibbs, Kathy
Mohan, Neal

Rice, M.D., Valerie Montgomery
Scheller, Richard
Taylor, Peter J.
Richards, William

Schedule 2

Amended Disclosure List

Entity on Schedule 1	Relationship to Debtor	Connection to Goodwin Procter
Travelers Property & Casualty Co of America	Insurer	Affiliate or Subsidiary of Former Client in Unrelated Matter(s)
Lloyds of London	Insurer	Affiliate or Subsidiary of Current Client in Unrelated Matter(s)
Lloyds of London – Hiscox	Insurer	Affiliate or Subsidiary of Current Client in Unrelated Matter(s)
Lloyds of London – Falvey	Insurer	Affiliate or Subsidiary of Current Client in Unrelated Matter(s)
Lloyds of London – Beazley	Insurer	Affiliate or Subsidiary of Current Client in Unrelated Matter(s)
Houston Casualty Company	Insurer	Affiliate or Subsidiary of Current Clients in Unrelated Matter(s) Affiliate or Subsidiary of Former Client in Unrelated Matter(s)
National Union Fire Insurance Co. Pittsburgh, Pa	Insurer	Affiliate or Subsidiary of Current Client in Unrelated Matter(s)
Foley & Lardner LLP	Ordinary Course Professionals	Former Client in Unrelated Matter(s)
Olser Hoskin & Harcourt	Ordinary Course Professionals	Former Client in Unrelated Matter(s)
Datasite LLC	Top 30 Creditors	Affiliate or Subsidiary of Current Client in Unrelated Matter(s)
Advanced Chemical Transport	Top 30 Creditors	Affiliate or Subsidiary of Former Client in Unrelated Matter(s)
Braintree	Top 30 Creditors	Affiliate or Subsidiary of Current Client in Unrelated Matter(s)
FTI Consulting	UCC Professionals	Current Client in Unrelated Matter(s)
Workday Inc.	UCC Member	Affiliate or Subsidiary of Current Client in Unrelated Matter(s)